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*Attorneys for The Dow Chemical Company,
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY, *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

**WITHDRAWAL OF LIMITED OBJECTION OF
THE DOW CHEMICAL COMPANY, DOW CHEMICAL CANADA ULC
AND ESSEX SPECIALTY PRODUCTS LLC TO THE DEBTORS' PROPOSED
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS
AND THE CURE COSTS RELATED THERETO**

The Dow Chemical Company (on behalf of itself and its business unit, Dow Automotive), Dow Chemical Canada ULC and Essex Specialty Products LLC (collectively, “**Dow**”), by and through their undersigned counsel, hereby withdraw their *Limited Objection To The Debtors’ Proposed Assumption Of Certain Executory Contracts And The Cure Costs Related*

Thereto (Docket No. 852) filed on June 12, 2009 (the “**Limited Objection**”).¹ The Limited Objection is withdrawn in its entirety based on the information set forth on the Contract Website (as defined in the Limited Objection) as of August 17, 2009 at 9:00 A.M. (EST)² and the agreement between Dow and General Motors Company (formerly NGMCO, Inc.) as to the treatment of certain contracts listed thereon. Dow reserves the right to file another objection in the event that the information set forth on the Contract Website changes.

Respectfully submitted,

Dated: August 17, 2009

DILWORTH PAXSON LLP

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¹ Dow filed a *Partial Withdrawal of Limited Objection To The Debtors’ Proposed Assumption Of Certain Executory Contracts And The Cure Costs Related Thereto* (Docket No. 3162) on July 14, 2009, wherein Dow withdrew its objection to the proposed: (i) assumption of certain executory contracts by and among Dow and the Debtors and assignment thereof to General Motors Company, formerly known as NGMCO, Inc., in connection with the sale of substantially all of the Debtors’ assets and (ii) associated cure costs.

² Specifically, Dow relies on the information set forth on the Contract Website including, without limitation, that the “Remaining Cure Amount” to be paid on Dow’s prepetition claim is not less than \$968,406.40.